



SCENARIO NOTE TO THE MINISTER

MEETING BETWEEN MINISTER OF INFRASTRUCTURE AND COMMUNITIES AND DAN DOCTOROFF, CEO, SIDEWALK LABS

MEETING DETAILS

- **DATE/TIME:** Monday, October 15, 2018, (Time TBC)
- **LOCATION:** Fortune Global Conference, Toronto (Location TBC)
- **PARTICIPANTS:**
 - The Honourable Francois-Philippe Champagne, Minister of Infrastructure and Communities
 - Dan Doctoroff, Chief Executive Officer, Sidewalk Labs (see Bio in Annex A).

PURPOSE

- To learn about Sidewalk Lab's (Sidewalk) plans to reimagine Toronto's eastern waterfront as a smart city pilot, and how they see this vision being adopted in areas across Canada.

HIGHLIGHTS/KEY CONSIDERATIONS

- Sidewalk is working with Waterfront Toronto on a development plan that would see the eastern waterfront Quayside area become a new technology-enabled neighbourhood where digital solutions and forward-thinking urban design could be tested and applied to improve the quality of life for people in cities.
- This meeting presents an opportunity to learn how the Quayside project is unfolding in collaboration with Waterfront Toronto, and Sidewalk plans for public engagement on key aspects of the Quayside plan (e.g., data collection, governance, ownership as well as privacy) in advance of completing the Master Innovation and Development Plan (MIDP) in early 2019. See introductory letter from Mr. Doctoroff in Annex B.
- Sidewalk's broader vision as a company is to "blend people-centered urban design with technology to achieve new standards of sustainability, affordability, mobility, and economic opportunity" and they have signalled interest in partnering with governments on this vision.
- Quayside is one of two major initiatives being undertaken by Waterfront Toronto. The other is the Port Lands flood protection project, for which a contribution agreement representing the federal, provincial, and municipal governments' commitment of \$1.25 billion was signed on May 1, 2018, and will unlock a much larger piece of real estate for future development.

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KEY BACKGROUND

- Waterfront Toronto is an independent agency created in 2001 under provincial statutes by Canada, Ontario and the City of Toronto to manage the Toronto Waterfront Revitalization Initiative. SWL was created by Google's parent company Alphabet in 2015 to design, test, and build urban innovations.
- In a November 2017 announcement attended by the Prime Minister, Waterfront Toronto selected SWL as a funding and innovation partner to develop Quayside, a small geographic area on the waterfront, following a public and global RFP process.
- Under an agreement between Waterfront Toronto and Sidewalk, the company has committed \$50 million towards fully developing a long-term development plan for Quayside. No lands or other rights have been committed to Sidewalk and the terms of the Plan Development Agreement (PDA) allow for a process to work on a plan for development.
- Sidewalk will also consider moving Google Canada's headquarters to the waterfront area as an anchor for the urban innovation cluster, and has committed to promoting innovation in Toronto through establishment of a new institute. Waterfront will need to take any development plan before the three orders of government should there be need for specific approvals of initiatives under the plan.
- While Sidewalk, working with Waterfront, has engaged with the public on early aspects of its development proposal, there are still many uncertainties about the Sidewalk plans at this early stage. While there are many debates on topical issues, plans have yet to be fleshed out for data collection and governance, prompting vocal concerns around privacy, data governance, procurement/intellectual property and the privatization of urban planning. On the other hand many supporters point to the benefit of positioning Toronto at the leading edge of experimentation and urban innovation, as well as setting new benchmarks for digital governance.

- Both Waterfront Toronto and Sidewalk Toronto have been encouraged to be highly attentive to public consultation, transparency and outreach during the planning phase and to establish appropriate bodies to provide guidance, such as the Waterfront's Digital Advisory Panel that will help identify and frame policy issues that will arise under the planning for Quayside.

PROPOSED TALKING POINTS/PROPOSED QUESTIONS

- The Quayside project undertaken by Waterfront Toronto is a very exciting and ambitious project to promote innovation and advanced urban planning to produce better outcomes for the communities.
- Key to any successful outcome will be public support during both the planning phase and eventually when a master innovation and development plan comes forward for consideration. Public engagement as well as openness and transparency are important to the government partners that oversee Waterfront Toronto.
- Sidewalk Toronto, working with Waterfront, should continue to engage the public and leverage expertise as needed on all aspects of the Quayside proposal, given the cutting edge technology and smart infrastructure potential, but also given the concerns over the role technology plays in the lives of citizens now and in the future.
- We look forward to seeing the components of the full plan, and its strategy for balancing innovation and public trust. Waterfront Toronto, as an independent agency, will ultimately need to come forward to its government stakeholders on the plan for Quayside, and frankly the wider waterfront vision.
- As you know, my colleague Minister Bains is leading public consultations on the ways digital technology and a data-driven economy are affecting Canadians, as the Government of Canada is thinking hard on appropriate policy frameworks to support innovation but also protect privacy of Canadians.

Questions

- What is the overall magnitude of the investment that Sidewalk and Alphabet may be considering for the Toronto waterfront should governments approve a plan? What roles will Sidewalk envision playing itself, including infrastructure investment?
- Are you able to shed light on how the plan is coming together and the process you are following in collaboration with Waterfront Toronto?
- What are the key challenges and impediments you see in developing the plan and creating sufficient public and government support to make it a reality?

Mr. Dan Doctoroff
Chief Executive Officer, Sidewalk Labs



Dan Doctoroff is Chairman and Chief Executive Officer of Sidewalk Labs. Prior to joining Sidewalk Labs, Dan was President and Chief Executive Officer of Bloomberg L.P., the leading provider of news and information to the global financial community. During the seven years that he led the company, despite the 2008 financial crisis, Bloomberg's organic revenues nearly doubled.

Prior to joining Bloomberg L.P., Dan served as Deputy Mayor for Economic Development and Rebuilding for the City of New York. With Mayor Michael R. Bloomberg, Dan led the city's dramatic economic resurgence, spearheading the effort to reverse New York's fiscal crisis after 9/11 through a five-borough economic development strategy. This plan included the most ambitious land-use transformation in the city's modern history; the rebuilding of the World Trade Center site; the largest affordable housing program ever launched by an American city; and the formation of new Central Business Districts and Industrial Business Zones. Dan also oversaw the creation of PlaNYC, New York's path-breaking sustainability plan.

Before joining the Bloomberg administration, Dan was Managing Partner of the private equity investment firm Oak Hill Capital Partners. While at Oak Hill, Dan founded NYC2012, the organization that spearheaded efforts to bring the Olympic Games to the city.

Dan serves on the Boards of the University of Chicago, World Resources Institute, United States Olympic Committee, Bloomberg Philanthropies and Human Rights First. He is the founder of Target ALS, which raises funds for and has established a new model of collaboration to advance ALS research. He is a founder and chairman of Culture Shed, an innovative new cultural institution at the Hudson Yards in Manhattan.

Dan is a graduate of Harvard College and The Law School at the University of Chicago.

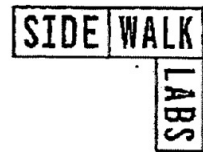
A native of Michigan, Dan has lived in New York for the past 32 years with his wife, Alisa. The Doctoroffs have three grown children.

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The Honourable Francois-Philippe Champagne
Minister of Infrastructure and Communities
180 Kent St, Ottawa, Ontario, Canada
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Dear Minister Champagne,

Congratulations on your recent appointment as Minister of Infrastructure and Communities. Sidewalk Labs supports your government's objective to make Canada a great place to invest and build jobs for the middle class — and we look forward to working together with you to achieve this.

Our mission as a company is to dramatically improve quality of life for people in cities by combining digital technology and forward-thinking urban design. Growing cities face many challenges: longer commutes, higher rents, and unevenly distributed economic opportunities.

We are working to tackle these challenges on Toronto's waterfront through a project called Sidewalk Toronto, working in partnership with the tri-government agency Waterfront Toronto, the city, and the local community. We believe Sidewalk Toronto can achieve new levels of prosperity and affordability and make Toronto and Ontario a global hub for urban innovation — leading to significantly more jobs, businesses, and investments in the future of this great region.

Sidewalk Labs has already committed US\$50 million to develop the plans for Sidewalk Toronto and engage stakeholders in Toronto and Ontario. We have hired 16 employees in Canada already this year and employ 45 Canadian firms to support our work. Earlier this month, we opened a new waterfront office and a place for the public to participate in our innovation and development process.

And this is just the beginning.

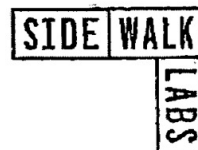
Over the next four years, Sidewalk Labs and our parent company, Alphabet, want to work with you to deliver a plan that will lead to thousands of new jobs and billions of dollars of new investment in essential infrastructure.

While our primary focus is on Toronto's waterfront, we believe many of the solutions and innovations developed there can be adopted by other areas or neighbourhoods throughout the country, leading to benefits for more Canadians. We will partner with Canadian universities and companies to help local startups scale and help local workers find jobs in growth sectors such as technology. Most of all, we will

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create the open conditions for Canadians to launch new companies of their own — turning the waterfront in Toronto into a hub for entrepreneurs trying to build the next great global business.

As soon as you are available, I would like to arrange for a meeting to discuss how we can partner to reimagine Toronto's eastern waterfront and create jobs and economic growth for Canada. Please have your team contact me at [REDACTED] and I would be happy to discuss the Sidewalk Toronto project with you further.

Congratulations again on your appointment to this important and exciting new role.

Sincerely,

[REDACTED]
Daniel L. Doctoroff
CEO